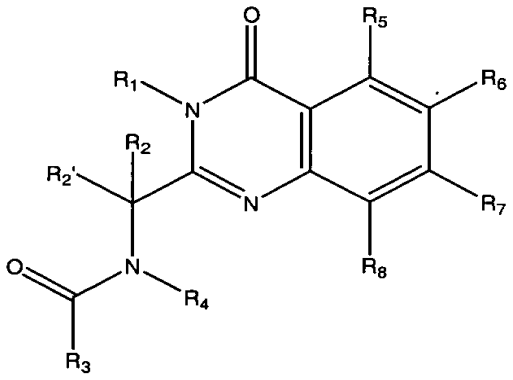

wherein:

R_1 is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R_2 and R_2' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R_2 and R_2' taken together form a 3- to 7-membered ring;

R_3 is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, $R_{15}O$- and R_{15}-NH-;

R_4 is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;

R_5, R_6, R_7 and R_8 are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl; and

R_{15} is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

or a pharmaceutically acceptable salt of any of the foregoing compounds.

4. (Twice amended) A method according to claim 1 wherein

R_1 is chosen from hydrogen, alkyl, aryl, substituted alkyl, substituted aryl, heteroaryl, substituted heteroaryl, alkylaryl, substituted alkylaryl and substituted alkylheteroaryl;

R_2 is chosen from hydrogen, alkyl and substituted alkyl;

R_2' is hydrogen;

R_3 is chosen from alkyl, substituted alkyl, alkylaryl, heteroaryl, aryl, substituted aryl, substituted hereroaryl, substituted oxaalkylaryl $R_{15}O$- and R_{15}-NH-;

R_4 is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;

R_5 is hydrogen;

R_6, R_7 and R_8 are independently chosen from hydrogen, halogen, methyl and trifluoromethyl; and

R_{15} is chosen from alkyl, aryl and substituted aryl.

7. (Amended) A method according to claim 4 wherein R_1 is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl.

9. (Amended) A method according to claim 4 wherein R_2 is chosen from hydrogen, lower alkyl and substituted lower alkyl, and R_2' is hydrogen.

11. (Amended) A method according to claim 4 wherein R_3 is chosen from C_1-C_{13} alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy or trifluoromethyl; biphenylyl; benzyl; phenoxymethyl; halophenoxymethyl; phenylvinyl; heteroaryl; heteroaryl substituted with lower alkyl; and benzyloxymethyl.

13. (Amended) A method according to claim 4 wherein R_3 is R_{15}-NH- and R_{15} is chosen from lower alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, lower alkyl, loweralkoxy, or lower alkylthio.

15. (Amended) A method according to claim 4 wherein R_4 is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; and heteroarylpropyl.

17. (Amended) A method according to claim 4 wherein

R_1 is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R_2 is chosen from hydrogen, alkyl, substituted lower alkyl and benzyl;

R_2' is hydrogen;

R_3 is chosen from substituted phenyl and naphthyl;

R_4 is substituted alkyl;

B8

R_5 is hydrogen or halo

R_6 is hydrogen, methyl or halo;

R_7 is hydrogen, halo, methyl or trifluoromethyl; and

R_8 is hydrogen or halo.

18. (Twice Amended) A method according to claim 1 wherein

R_1 is benzyl or halobenzyl;

B9

R_2 is chosen from ethyl and propyl;

R_2' is hydrogen;

R_3 is substituted phenyl;

Sub C1

R_4 is $(CH_2)_m OH$ or $(CH_2)_p R_{16}$ wherein m is 2 or 3 and p is 1-3;

R_5 is hydrogen;

R_6 is hydrogen;

R_7 is halo;

R_8 is hydrogen;

R_{16} is chosen from amino, propylamino, and azetidinyl.

Please **add** the following claims:

60. (New) The method of claim 1, wherein a taxane is administered with said compound.

B10

61. (New) The method of claim 1, wherein a vinca alkaloid is administered with said compound.

62. (New) The method of claim 1, wherein a topoisomerase I inhibitor is administered with said compound.

Sub C1

63. (New) The method of claim 1, wherein:

R_1 is benzyl or halobenzyl;

R_2 is ethyl or propyl;

R_2' is hydrogen;

R_3 is substituted phenyl;

R_4 is $-(CH_2)_mOH$ or $-(CH_2)_pR_{16}$ wherein m is two or three and p is one to three;

R_5 is hydrogen;

R_6 is hydrogen;

R_7 is halo;

R_8 is hydrogen; and

R_{16} is chosen from amino, propylamino, and azetidinyl;

or a pharmaceutically acceptable salt thereof.

64. (New) The method of claim 1, wherein wherein R_3 is phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy, or trifluoromethyl.

65. (New) The method of claim 1, wherein

R_1 is benzyl;

R_2 is isopropyl;

R_2' is hydrogen;

R_3 is p-tolyl;

R_4 is 3-aminopropyl;

R_5 is hydrogen;

R_6 is hydrogen;

R_7 is chloro; and

R_8 is hydrogen.

66. (New) The method of claim 1, wherein said salt is a mesylate.

67. (New) The method of claim 1, wherein

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(isopropylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is p-chlorobenzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(dimethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is m-methoxybenzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is isopropyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is azetidin-3-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

Sub Cl

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-aminoethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-aminoethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

B/O

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(methylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(methylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(methylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is azetidin-2-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is methylsulfinylmethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is piperidin-3-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is fluoro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-aminoethyl; R_5, R_6, R_7 and R_8 are hydrogen;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is piperidin-2-yl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 4-aminobutyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is m-chlorobenzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(piperidin-1-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(imidazol-3-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is pyrrolidin-3-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(diethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-chlorophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 4-aminobutyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is pyrrolidin-2-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(azetidin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(pyrrolidin-1-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(pyrrolidin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(dimethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is propyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(pyrrolidin-1-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(pyrrolidin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is piperidin-4-ylmethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is methylsulfinylethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(piperidin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is benzyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is (N-ethylpyrrolidin-2-yl)methyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-piperidinyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 4-piperidinyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is p-chlorobenzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2,2-dimethyl-3-(dimethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 5-aminopentyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-(dimethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is fluoro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(2-methylpiperidin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is fluoro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(N-methylpyrrolidin-2-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-trifluoromethylphenyl; R_4 is 3-(dimethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(diethylamino)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 3-(N-methylpiperazin-1-yl)propyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is 4-(CBZ)aminobutyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is aminoethoxyethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is 2-naphthyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro

R_1 is benzyl; R_2 is cyclohexylmethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(piperidin-1-yl)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-hydroxypropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-fluorophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 6-aminohexyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_7, and R_8 are hydrogen; and R_6 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is fluoro;

R_1 is benzyl; R_2 is methyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-aminoethyl; R_5, R_6, R_7 and R_8 are hydrogen;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_7 are hydrogen; and R_8 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_6, R_7, and R_8 are hydrogen; and R_5 is chloro;

R_1 is benzyl; R_2 is aminobutyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 3-aminopropyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-tolyl; R_4 is 2-(dimethylamino)ethyl; R_5 and R_8 are hydrogen; and R_6 and R_7 are fluoro;

R_1 is m-tolyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro;

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-(dimethylamino)ethyl; R_5 and R_8 are hydrogen; and R_6 and R_7 are fluoro; or

R_1 is benzyl; R_2 is ethyl; R_2' is hydrogen; R_3 is p-bromophenyl; R_4 is 2-carboxyethyl; R_5, R_6, and R_8 are hydrogen; and R_7 is chloro,

or a pharmaceutically acceptable salt of any of the foregoing compounds.